STERLING CONSTRUCTION CO INC

Form 4/A August 21, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to

Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

1 Name and Address of Departing De

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

\$			Symbol STERL	2. Issuer Name and Ticker or Trading Symbol STERLING CONSTRUCTION CO INC [STRL]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 08/16/2007						_X_ Director 10% Owner Other (specify below) President & COO			
Filed				If Amendment, Date Original led(Month/Day/Year) 8/16/2007					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	med on Date, if Day/Year)	Code (Instr.	8)	4. Securi on(A) or Di (Instr. 3,	ispose 4 and (A) or	d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	08/16/2007			Code	V	Amount 200	(D)	Price \$ 21.02	584,941	D		
Common Stock	08/16/2007			S		900	D	\$ 21.09	584,041	D		
Common Stock	08/16/2007			S		100	D	\$ 21.12	583,941	D		
Common Stock	08/16/2007			S		400	D	\$ 21.19	583,541	D		
Common Stock	08/16/2007			S		102	D	\$ 21.21	583,439	D		

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5 D 1 (* 1 * CD - (* D - () (

Edgar Filing: STERLING CONSTRUCTION CO INC - Form 4/A

Common Stock	08/16/2007	S	200	D	\$ 21.22	583,239	D
Common Stock	08/16/2007	S	198	D	\$ 21.23	583,041	D
Common Stock	08/16/2007	S	200	D	\$ 21.25	582,841	D
Common Stock	08/16/2007	S	306	D	\$ 21.26	582,535	D
Common Stock	08/16/2007	S	177	D	\$ 21.28	582,358	D
Common Stock	08/16/2007	S	100	D	\$ 21.29	582,258	D
Common Stock	08/16/2007	S	300	D	\$ 21.3	581,958	D
Common Stock	08/16/2007	S	200	D	\$ 21.32	581,758	D
Common Stock	08/16/2007	S	500	D	\$ 21.33	581,258	D
Common Stock	08/16/2007	S	200	D	\$ 21.35	581,058	D
Common Stock	08/16/2007	S	117	D	\$ 21.37	580,941	D
Common Stock	08/16/2007	S	200	D	\$ 21.39	580,741	D
Common Stock	08/16/2007	S	200	D	\$ 21.42	580,541	D
Common Stock	08/16/2007	S	100	D	\$ 21.43	580,441	D
Common Stock	08/16/2007	S	200	D	\$ 21.44	580,241	D
Common Stock	08/16/2007	S	100	D	\$ 21.45	580,141	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: STERLING CONSTRUCTION CO INC - Form 4/A

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5.	6. Date Exerc Expiration D		7. Title and Amount of		
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month Day/Teat)	(Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/ re		Underlying Securities (Instr. 3 and	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amo or Num of	nber	

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting owner runner runners	Director	10% Owner	Officer	Other				
HARPER JOSEPH P SR 20810 FERNBUSH LANE HOUSTON, TX 77073	X		President & COO					

Signatures

Roger M. Barzun under POA 08/20/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3